

Mark E. MacDonald, TX Bar No. 12758300
Mark E. MacDonald, Jr. IL Bar No. 6217592
Daniel J. Artz, TX Bar No. 01365570
MacDonald + MacDonald, P.C.
10300 N. Central Expressway, Suite 335
Dallas, TX 75231
(214) 237-4220; Facsimile: (214) 890-0818
Email: mark@macdonaldlaw.com
**PROPOSED COUNSEL FOR DEBTORS
AND DEBTORS IN POSSESSION**

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:	§	CASE NO. 3:10-30561-hdh-11
	§	CASE NO. 3:10-30562 -11
DLH Master Land Holding, LLC,	§	
	§	CHAPTER 11
Allen Capital Partners, LLC,	§	
	§	Application for Joint
Debtors.	§	Administration
	§	

**MOTION FOR ORDER DIRECTING JOINT ADMINISTRATION
OF DEBTORS' CHAPTER 11 CASES**

Debtors, by their proposed attorneys MacDonald + MacDonald, P.C., move for entry of an order pursuant to Bankruptcy Rule 1015(b) and Rule 1015.1 of the Local Rules for the United States Bankruptcy Court for the Northern District of Texas, to jointly administer their separate Chapter 11 cases for procedural purposes only. In support of this Motion, Debtors respectfully represent as follows:

Jurisdiction and Venue

1. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

2. Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The statutory predicate for the relief sought herein is Bankruptcy Rule 1015(b).

Background

4. On January 25, 2010 (the “Petition Date”), Debtors commenced these Chapter 11 cases by each filing a voluntary petition for relief under Chapter 11 of the Bankruptcy Code.

5. Debtors remain in possession of their assets and continue to operate and manage their businesses as debtors in possession pursuant to Bankruptcy Code Sections 1107 and 1108.

6. No trustee, examiner or committee has been appointed in either of Debtors’ Chapter 11 cases.

7. The factual background regarding each Debtor, including its current and historical business operations and the events precipitating these Chapter 11 filings, is set forth in detail in (a) Declaration of Daniel J. McAuliffe in Support of First Day Motions (“McAuliffe Declaration”) and the Declaration of Richard Allen of Background Facts Regarding Debtors (“Allen Declaration”), both of which are incorporated herein by reference (collectively, “Declarations”).

Relief Requested

8. Debtors seek an order for joint administration of Debtors’ Chapter 11 cases for procedural purposes only.

9. Bankruptcy Rule 1015(b) provides that if two or more petitions are pending in the same court by a debtor and an affiliate, the court may order joint administration of the estates of the debtor and such affiliates. See Fed. R. Bankr. P. 1015(b).

10. DLH Master Land Holdings, LLC (DLH) and Allen Capital Partners, LLC (ACP) have filed petitions in the same Court and are affiliates. Accordingly, this Court may order the joint administration of Debtors' estates pursuant to Bankruptcy Rule 1015(b).

11. Debtors anticipate that notices, applications, motions, other pleadings, hearings and orders in these cases may affect more than one Debtor or each Debtor. A major part of the unsecured claims against ACP arise from guarantees of secured claims against DLH. If each Debtor's case were administered independently, there would be a number of duplicative pleadings and overlapping service. This unnecessary duplication of identical documents would waste Debtors' resources, as well as other parties' and this Court's time and resources.

12. Joint administration will permit the Clerk of the Court to use a single general docket for each of Debtors' cases and to combine notices to creditors and other parties in interest of Debtors' respective estates. Joint administration also will protect parties in interest by ensuring that all parties in interest will be able to review one docket to stay apprised of the various matters before the Court in each of Debtors' cases.

13. A proposed consolidated caption for all notices, applications, motions and other pleadings is annexed hereto as **Exhibit A**.

14. Debtors request that a docket entry reflecting the joint administration of Debtors' cases be made in each of Debtors' cases as follows:

"An order has been entered in this case directing the procedural consolidation and joint administration of the Chapter 11 cases of DLH Master Land Holding, LLC and Allen Capital Partners, LLC. The docket in Case No. 3:10-bk-30561-hdh-11 should be consulted for all matters affecting this case."

15. Finally, Debtors request that all future entries for all matters other than proofs of claim for all cases be made under the lead case, DLH Master Land Holding, LLC, Case No. 3:10-bk-30561-hdh-11. Proofs of claim should be filed only in the case to which such claim relates.

16. There are no novel issues of law presented.

17. No previous request for the relief sought herein has been made to this or any other Court.

Notice

18. Notice of this Motion is being provided to (a) the Office of the United States Trustee for the Northern District of Texas; (b) Debtors' thirty largest unsecured creditors who do not hold collateral in DLH; and (c) each prepetition secured lender. Debtors submit that in light of the nature of the relief requested, no other or further notice is necessary or required.

WHEREFORE, Debtors respectfully request that the Court enter an order substantially in the form annexed hereto as **Exhibit B**, granting the relief requested herein and granting such other relief as may be deemed just and proper.

SIGNED this 25th day of January, 2010.

Respectfully submitted,

By: /s/ Mark E. MacDonald

Mark E. MacDonald, TX Bar No. 12758300

MACDONALD + MACDONALD, P.C.

10300 N. Central Expressway, Suite 335

Dallas, TX 75231

(214) 237-4220; Facsimile: (214) 890-0818

Email: mark@macdonaldlaw.com

**PROPOSED COUNSEL FOR DEBTORS
AND DEBTORS IN POSSESSION**

Exhibit A

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:	§	CASE NO. 3:10-bk-30561-hdh-11
	§	
DLH Master Land Holding, LLC,	§	CHAPTER 11
	§	
Allen Capital Partners, LLC,	§	
Debtors.	§	
_____	§	

EXHIBIT B

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:	§	CASE NO. 10-30561-hdh-11
	§	CASE NO. 10-30561-hdh-11
	§	
DLH Master Land Holding, LLC,	§	CHAPTER 11
	§	
Allen Capital Partners, LLC,	§	
Debtors.	§	
_____	§	

**ORDER DIRECTING JOINT ADMINISTRATION
OF DEBTORS' CHAPTER 11 CASES**

Upon the Motion for an Order Directing Joint Administration of Debtors' Chapter 11 Cases, dated January 25, 2010 as more fully set forth in the Motion; the Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. §157(b); venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; due and proper notice of the Motion having been provided to the necessary parties; it appearing that no other or further notice need be provided; a hearing having been held to consider the relief requested in the Motion; and the appearances of all interested parties and all of the proceedings had before the Court having been noted in the record of that hearing; no objections having been received; the Court having determined that the relief sought in the Motion is in the best interests of Debtors, their creditors, and all parties in interest; the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefore, it is hereby:

ORDERED that the Motion is GRANTED; and it is further

ORDERED that the above-captioned Chapter 11 cases are consolidated for procedural purposes only and shall be jointly administered by the Court; and it is further

ORDERED that parties in interest are directed to use the proposed caption annexed hereto as Exhibit A when filing pleadings (other than proofs of claim) with the Court in the Chapter 11 cases of Debtors indicating that each pleading relates to the jointly administered Chapter 11 cases of DLH Master Land Holding, LLC and Allen Capital Partners, LLC. The consolidated caption satisfies the requirements of Section 342(c) of the Bankruptcy Code in all respects; and it is further

ORDERED that a docket entry shall be made in each Debtor's case substantially as follows:

An order has been entered in this case directing the procedural consolidation and joint administration of the Chapter 11 cases of DLH Master Land Holding, LLC and Allen Capital Partners, LLC. The docket in Case No. 3:10-30561-hdh-11 should be consulted for all matters affecting this case.

And it is further

ORDERED that proofs of claim shall be filed only in the claim register of the case for the Debtor against which a claim is asserted; and it is further

ORDERED that Debtors are authorized and empowered to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion; and it is further

ORDERED that this Court will retain jurisdiction to address all disputes related to the interpretation or enforcement of this Order.

###End of Order###